

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1361.
FILED, NOVEMBER 19th, 1965.

CONSOLIDATED MOGUL MINES LIMITED

Full corporate name of Company
Incorporated under the laws of the Province of Ontario
by Letters Patent dated May 29, 1945.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	<p>(1) Purchase of \$7,000,000 (Canadian) 7% First Mortgage Bonds, Series A, of the Company's subsidiary, (75% controlled) Mogul of Ireland Limited, as part of an issue of \$7,000,000 (Canadian) and \$14,000,000 (U.S.) (in 4 series) of First Mortgage Bonds, the proceeds of which are to be used to bring into production the lead-zinc-silver mine of such subsidiary in County Tipperary, in the Republic of Ireland.</p> <p>(2) Subsequent sale of the said \$7,000,000 7% First Mortgage Bonds, Series A and 245,000 shares of the capital stock of the Company to Burns Bros. and Denton Limited.</p> <p>(3) Advances made by the Company to its subsidiary, Mogul of Ireland Limited, and the method of repayment of same.</p> <p>(4) Change in the board of directors of the Company.</p> <p>(5) Indemnity agreement (see Item 19 hereof).</p> <p>(For further particulars of the transactions referred to in Items (1), (2) and (3) see the attached offering circular of Mogul of Ireland Limited which forms part of this filing statement).</p>														
2. Head office address and any other office address.	Suite 509, 25 Adelaide Street West, Toronto 1, Ontario.														
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<table border="0"> <tr> <td>President and a Director</td><td>S. ALBERT PERRY, Apt. 712, No. 1 Benvenuto Place, Toronto, Ontario, Mining Executive and Professional Corporate Secretary.</td></tr> <tr> <td>Vice-President and a Director</td><td>DAVID W. KNIGHT, 585 Avenue Road, Toronto, Ontario, Stock Broker and Financier.</td></tr> <tr> <td>Secretary-Treasurer and a Director</td><td>GEORGE D. PATTISON, C.A., R. R. #2, Aurora, Ontario, Mining Executive and Professional Corporate Secretary.</td></tr> <tr> <td>Assistant Secretary and a Director</td><td>ROBERT D. BELL, C.A., 7 Hi Mount Drive, Willowdale, Ontario, Mining Executive and Professional Corporate Secretary.</td></tr> <tr> <td>Manager of Operations and a Director</td><td>PHILIP S. CROSS, 82 Kilbarry Road, Toronto, Ontario, Mining Engineer.</td></tr> <tr> <td>Director</td><td>CHARLES F. W. BURNS, OAK RIDGES, Ontario, Stock Broker and Financier.</td></tr> <tr> <td>Director</td><td>LATHAM C. BURNS, 261 Warren Road, Toronto, Ontario, Stock Broker and Financier.</td></tr> </table> <p>On the 25th day of March, 1965 Mr. David W. Knight became a director, replacing the late H. W. Knight, Jr.</p> <p>On the 8th day of June, 1965, Messrs. Charles F. W. Burns and Latham C. Burns replaced on the Board W. E. Essery and G. W. Hawker who had resigned.</p>	President and a Director	S. ALBERT PERRY, Apt. 712, No. 1 Benvenuto Place, Toronto, Ontario, Mining Executive and Professional Corporate Secretary.	Vice-President and a Director	DAVID W. KNIGHT, 585 Avenue Road, Toronto, Ontario, Stock Broker and Financier.	Secretary-Treasurer and a Director	GEORGE D. PATTISON, C.A., R. R. #2, Aurora, Ontario, Mining Executive and Professional Corporate Secretary.	Assistant Secretary and a Director	ROBERT D. BELL, C.A., 7 Hi Mount Drive, Willowdale, Ontario, Mining Executive and Professional Corporate Secretary.	Manager of Operations and a Director	PHILIP S. CROSS, 82 Kilbarry Road, Toronto, Ontario, Mining Engineer.	Director	CHARLES F. W. BURNS, OAK RIDGES, Ontario, Stock Broker and Financier.	Director	LATHAM C. BURNS, 261 Warren Road, Toronto, Ontario, Stock Broker and Financier.
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4. Share capitalization showing authorized and issued and outstanding capital.	<p>Authorized - 15,000,000 shares of the par value of \$1.00 each.</p> <p>Issued and outstanding - 7,264,246 shares all as fully paid.</p>														
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Nil														
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	<p>(a) Pursuant to a bond purchase agreement dated the 1st day of October, 1965, made between Mogul of Ireland Limited and the Company, the Company has agreed to purchase \$7,000,000 7% First Mortgage Bonds, Series A of Mogul of Ireland Limited for \$5,433,000. Pursuant to an agreement as of the 22nd day of November, 1965, the Company has agreed to sell to Burns Bros and Denton Limited the said \$7,000,000 7% First Mortgage Bonds, Series A, together with 245,000 shares of its capital stock for the price of \$5,433,000. Burns Bros. and Denton Limited will then sell the said Series A Bonds to investors who will receive 35 fully paid and non-assessable shares of the capital stock of the Company for each \$1,000 principal amount of Series A Bonds purchased. (reference is made to page 8 of the attached offering circular under the heading "Sale of Series A Bonds");</p> <p>(b) The Company's Manager of Operations, Philip S. Cross, P.Eng., 82 Kilbarry Road, Toronto, Ontario, holds an option to purchase 10,000 shares of the capital stock of the Company at \$1.06 per share, exercisable on or before February 1, 1967 and a further option to purchase 10,000 shares of the capital stock of the Company at the same price on or before February 1, 1968;</p> <p>(c) The Company has granted to the Mine Manager of Mogul of Ireland Limited, Samuel A. J. Hopper, M.E., Nenagh, Ireland, an option to purchase 25,000 shares of the capital stock of the Company at the price of \$4.00 per share, exercisable between August 1, 1965 and August 1, 1970.</p>														

7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	<p>(a) Burns Bros. and Denton Limited, 44 King Street West, Toronto, Ontario, will receive from the Company 245,000 shares of the capital stock of the Company which Burns Bros. and Denton Limited will use as a bonus in the sale of the Series A. Bonds of Mogul of Ireland Limited.</p> <p>The Company is not aware of the identity of the persons or companies who will purchase the Series A Bonds which carry the said bonus of 35 shares for every \$1,000 bond purchased;</p> <p>(b) Philip S. Cross, P.Eng., 82 Kilbarry Road, Toronto, Ontario. (see Item 6(a) hereof;</p> <p>(c) Samuel A. J. Hopper, M.E., Nenagh, Ireland. (see Item 6(b) hereof).</p>																																												
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	Burns Bros. and Denton Limited, the Company's fiscal agent, is purchasing the \$7,000,000 7% First Mortgage Bonds, Series A of Mogul of Ireland Limited at a price of \$5,433,000 and will resell the same, together with the 245,000 shares of the capital stock of the Company, at an aggregate price of \$5,932,500.																																												
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company will continue to examine mining properties of merit in Canada and in Ireland. The Company intends to continue its participation in Basin Explorations (Ireland) Syndicate, which syndicate has applied for 20 prospecting licences in the Republic of Ireland. The Company also intends to continue its examination of a Reserve Area in the Abitibi Lake Area of Ontario.																																												
10. Brief statement of company's chief development work during past year.	<p>During the past year the Company was mainly engaged in developing the lead-zinc-silver mine in County Tipperary, Republic of Ireland, owned by its subsidiary, Mogul of Ireland Limited, and in raising the necessary funds to bring the said mine into production.</p> <p>The Company also participated in the Syndicate referred to in Item 9 above and also carried out surface exploration on the Reserve Area in the Abibibi Lake Area of Ontario.</p>																																												
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Nil																																												
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	N/A																																												
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None																																												
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	N/A																																												
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table><tr><td>Draper Dobie & Co. Ltd.</td><td></td><td></td></tr><tr><td>25 Adelaide St. W. Toronto</td><td></td><td>2,074,302 shares</td></tr><tr><td>Roytor & Co. No. 1 A/C</td><td></td><td></td></tr><tr><td>Toronto, Ontario</td><td></td><td>1,184,682 "</td></tr><tr><td>James Richardson & Sons,</td><td></td><td></td></tr><tr><td>Winnipeg, Manitoba</td><td></td><td>322,705 "</td></tr><tr><td>Doherty Roadhouse & Co.</td><td>16,280</td><td></td></tr><tr><td>Doherty Roadhouse &</td><td></td><td></td></tr><tr><td>McCuaig Bros.</td><td>246,000</td><td>262,280 "</td></tr><tr><td>335 Bay St. Toronto</td><td></td><td></td></tr><tr><td>G. W. Nicholson & Co. Ltd.</td><td></td><td></td></tr><tr><td>67 Richmond St. W., Toronto</td><td></td><td>201,248 "</td></tr></table> <p>The Company is informed that the Estate of H. W. Knight, Jr., is the beneficial owner of more than 2,000,000 shares of the capital stock of the Company. The Company is also informed that the following companies are the beneficial owners of shares in the capital stock of the Company, i.e. -</p> <table><tr><td>Canadian Dyno Mines Limited</td><td>100,000 shares</td></tr><tr><td>North Rankin Nickel Mines Limited</td><td>100,000 "</td></tr><tr><td>Cartier Quebec Explorations Limited</td><td>60,000 "</td></tr></table> <p>Other than the shares owned by the Estate of H. W. Knight, Jr., it is not known whether the five shareholders first hereinbefore mentioned are the beneficial owners of any of the shares set opposite their respective names.</p>			Draper Dobie & Co. Ltd.			25 Adelaide St. W. Toronto		2,074,302 shares	Roytor & Co. No. 1 A/C			Toronto, Ontario		1,184,682 "	James Richardson & Sons,			Winnipeg, Manitoba		322,705 "	Doherty Roadhouse & Co.	16,280		Doherty Roadhouse &			McCuaig Bros.	246,000	262,280 "	335 Bay St. Toronto			G. W. Nicholson & Co. Ltd.			67 Richmond St. W., Toronto		201,248 "	Canadian Dyno Mines Limited	100,000 shares	North Rankin Nickel Mines Limited	100,000 "	Cartier Quebec Explorations Limited	60,000 "
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FINANCIAL STATEMENTS

CONSOLIDATED MOGUL MINES LIMITED
(Incorporated under the laws of Ontario)

BALANCE SHEET

September 30, 1965

- ASSETS -

Current assets

Cash.	130,109.73	
Accounts receivable	16,681.95	
Accrued interest receivable	101,127.50	
Inventory of supplies, at nominal value	1.00	
Prepaid expenses.	<u>1,904.43</u>	249,824.61

<u>Income taxes recoverable</u>		125,000.00
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Investments in and advances to other mining companies

Shares.	5,756,442.36	
Debentures.	1,271,958.42	
Advances.	<u>219,630.00</u>	7,248,030.78

Investment in and advances to Mogul of Ireland Limited

Shares.	356,965.63	
Advances.	<u>2,980,663.52</u>	3,337,629.15

<u>Buildings and equipment, at cost</u>		205,077.13
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<u>Mining claims, at the consideration given therefor</u> <u>consisting of 10,000 shares of capital stock valued</u> <u>at 90¢ per share and \$102,330.22 cash</u>		111,330.22
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Deferred charges

Exploration and development	901,233.58	
Administration.	<u>787,438.41</u>	<u>1,688,671.99</u>
		<u>12,965,563.88</u>

- LIABILITIES -

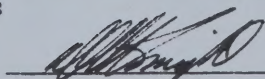
Current liabilities

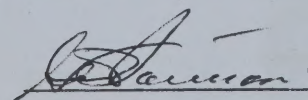
Bank loan	1,300,000.00	
Accounts payable and accrued liabilities.	42,193.74	
Loan payable and accrued interest	<u>57,521.51</u>	1,399,715.25

Shareholders' equity

<u>Capital stock:</u>		
Authorized, 15,000,000 shares par value of \$1.00 each		
Issued, 7,264,246 shares.	7,264,246.00	
Contributed surplus	<u>7,894,696.00</u>	
	<u>15,158,942.00</u>	
Deficit	<u>3,593,093.37</u>	<u>11,565,848.63</u>
		<u>12,965,563.88</u>

APPROVED:

 Director

 Director

CONSOLIDATED MOGUL MINES LIMITED

STATEMENT OF INCOME

For the nine month period ended September 30, 1965

Income

Interest earned.	150,541.53	
Management fees.	11,250.03	
Consulting fees.	<u>90,000.00</u>	251,791.56

Expenses

Legal and audit fees	6,995.87	
Directors' fees	2,350.00	
Consultants' salaries, fees and expenses	38,517.44	
Executive salary and administration fee.	18,000.00	
Interest expense	12,293.72	
Office salaries, supplies and rent	43,551.18	
Public relations and reports to shareholders	11,722.13	
Miscellaneous.	3,004.59	
Office alterations	1,012.66	
Stock transfer and listing expenses.	<u>2,089.40</u>	<u>139,536.99</u>
<u>Profit for period</u>		<u>112,254.57</u>

STATEMENT OF DEFICIT

For the nine month period ended September 30, 1965

<u>Deficit, December 31, 1964.</u>		3,719,338.91
<u>Add Adjustment on disposal of investments</u>		<u>99,000.00</u>
		3,818,338.91
<u>Deduct:</u>		
Profit for period.	112,254.57	
Adjustment of interest earned in prior year.	22,990.97	
Adjustment of consulting fees in prior year.	<u>90,000.00</u>	<u>225,245.54</u>
<u>Deficit, September 30, 1965</u>		<u>3,593,093.37</u>

CONSOLIDATED MOGUL MINES LIMITED

STATEMENT OF DEFERRED CHARGES

For the nine month period ended September 30, 1965

	<u>Balance</u> <u>December 31, 1964</u>	<u>Expenditures</u> <u>During Period</u>	<u>Balance</u> <u>September 30, 1965</u>
<u>Exploration and development</u>			
Harvey Hill Mine	675,707.78	2,958.41	678,666.19
Silvermines option	*356,965.63	(*356,965.63)	
Basin Exploration (Ireland) Participation		30,000.00	30,000.00
Abitibi Indian Reserve		8,136.15	8,136.15
General	<u>161,417.70</u>	<u>23,013.54</u>	<u>184,431.24</u>
	<u>1,194,091.11</u>	<u>(*292,857.53)</u>	<u>901,233.58</u>
<u>Administration expenditures</u>	<u>787,438.41</u>		<u>787,438.41</u>
	<u>1,981,529.52</u>	<u>(*292,857.53)</u>	<u>1,688,671.99</u>

* Transferred to Investment in shares
of Mogul of Ireland Limited.

CONSOLIDATED MOGUL MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

For the nine month period ended September 30, 1965

Source of funds

Capital stock issued, 10,000 shares at \$1.06 per share	10,600.00	
Proceeds from sale of shares in other mining companies	10,140.70	
Net profit for period	112,254.57	
Interest earned re prior year	22,990.97	
Consulting fees income re prior year	<u>90,000.00</u>	245,986.24

Application of funds

Purchase of shares in other mining companies	65,521.50	
Investment in subsidiary, M. E. M. Consultants Limited	20,000.00	
Advances to Mogul of Ireland Limited	1,817,289.64	
Advances to other mining companies	4,150.00	
Additions to furniture and equipment	1,696.04	
Exploration and development expenditures	<u>64,448.10</u>	<u>1,973,105.28</u>

Decrease in working capital

1,727,119.04

Decrease in working capital consists of:

working capital as at December 31, 1964

Cash	397,961.93
Accounts receivable and accrued interest	262,906.02
Accrued interest on debentures	42,867.50
Income taxes recoverable	125,000.00
Inventory of supplies	<u>1.00</u>
	828,736.45

Less:

Accounts payable and accrued liabilities	68,986.54	
Director's loan and accrued interest	<u>57,521.51</u>	<u>126,508.05</u>
		702,228.40

Add:


Working capital deficiency as at September 30, 1965

Cash	130,109.73
Accounts receivable	16,681.95
Accrued interest receivable	101,127.50
Income taxes recoverable	125,000.00
Inventory of supplies	1.00
Prepaid expenses	<u>1,904.43</u>
	374,824.61

Less:

Bank loan	1,300,000.00	
Accounts payable and accrued liabilities	42,193.74	
Director's loan and accrued interest	<u>57,521.51</u>	<u>1,399,715.25</u>
		<u>1,024,890.64</u>
		<u>1,727,119.04</u>

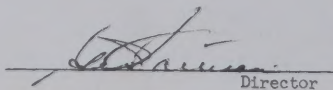
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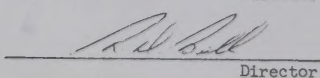
 Director

 Director

C E R T I F I C A T E

We, the undersigned G. D. PATTISON and R. D. BELL,
being Directors of Consolidated Mogul Mines Limited, do hereby
certify that there has been no material change in the financial
affairs of the Company during the period from September 30,
1965 to November 19, 1965.


Director


Director

Toronto, Ontario,
November 19, 1965.

SCHEDULE "A"CONSOLIDATED MOGUL MINES LIMITEDSCHEDULE OF INVESTMENTSNovember 15, 1965

<u>Shares</u>	<u>No. of Shares or Par Value</u>	<u>Book Value</u>	<u>Quoted Value</u>
Big Joe Mines	50,000	1.00	
Bonne Bay	979,400	1.00	
Britmont Mines	900,000	1.00	
Canadian All Metals Explorations	140,900	1.00	2,818.00
Canadian Dyno Mines	1,544,600	859,206.80	2,394,130.00
Canam Copper	1,717,450	1,035,265.77	326,631.50
Cartier Quebec Explorations	620,000	180,000.00	4,960.00
Chellev Gold Mines	91,400	1,000.00	1,828.00
Chess Mining Corporation	595,545	1.00	
Claymac Mines	1,047,100	1.00	
Consolidated Halliwell	172,906	64,607.73	65,704.28
Crestland Mines	54,000	1,800.00	13,500.00
Granville Lake Nickel Mines	200,000	1.00	
Irish Copper Mines	3,069,713	3,035,578.03	613,942.60
Israel Continental Oil Co.	755,000	75,500.00	60,400.00
Kisco Copper Mines Limited	750,000	1.00	
Laurbeck Mining Company	146,665	1.00	
Lorado Uranium Mines	530,000	114,453.84	726,100.00
McWatters Gold Mines	272,500	1.00	89,925.00
M. E. M. Consultants	20,000	20,000.00	
O'Donnell Mines	700,000	1.00	
Ojibway Nickel Mines	275,000	1.00	
Oola Hills Mining Company	100	980.00	
Panacolor Inc.	60,000	258,313.25	990,000.00
Panacolor Inc. Share Warrants	30,000	1.00	
Parquet Mines	203,612	20,361.20	
Silvermines Lead & Zinc Company	119,003	75,550.01	89,253.25
The Lithium Corporation of Canada	1,007,636	644,606.00	70,534.52
Thorncrest Explorations	609,000	1.00	
Torwest Resources (1962)	13,600	78,337.90	7,344.00
Werner Lake Nickel Mines	68,796	1.00	
Wicklow Mining Company	830,000	1.00	
Yale Lead & Zinc Mines	479,300	376,648.36	74,291.50
		6,842,224.89	
<u>Deduct: Investments reserve</u>		<u>1,143,799.38</u>	
		5,698,425.51	5,531,362.65
<u>Debentures</u>			
Consolidated Halliwell 6-1/2%	1,319,000	<u>1,271,958.42</u>	
		<u>6,970,383.93</u>	

Note:

During the period from July 1, 1965 to November 15, 1965 the Company sold 148,600 shares of Consolidated Halliwell Limited for 63,994.77.

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	The Estate of H. W. Knight, Jr., Canadian Dyno Mines Limited, North Rankin Nickel Mines Limited and Cartier Quebec Explorations Limited, if voting together, would be in a position to materially affect control of the Company. As far as the signatories hereto are aware, there is no such voting agreement between the parties.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	(a) See Schedule "A" attached hereto. (b) To date the Company has advanced to its subsidiary, Mogul of Ireland Limited, the sum of \$3,111,199.64. Out of the proceeds from the sale of the First Mortgage Bonds of Mogul of Ireland Limited, all monies advanced by the Company will be repaid, save the sum of \$1,000,000. The \$1,000,000 will continue as a loan and will bear interest at the rate of 6% per annum and no payment on account of principal or interest will be made thereon until such time as all the First Mortgage Bonds of Mogul of Ireland have been repaid in full. (reference is made to the following pages of the attached offering circular, i.e. - page 8 for particulars of advances made by the Company and the method of repayment; pages 8 and 9 for particulars of the financing programme.) See Schedule "A" on page 7.
18. Brief statement of any lawsuits pending or in process against company or its properties.	No lawsuits are pending or in process.
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	Reference is made to the attached offering circular which forms part of this filing statement. The Company has agreed with Silvermines Lead & Zinc Company Limited that if the effective rate of interest on the bond financing exceeds 8%, as and when such excess is ascertained after all the bonds have been paid off, the Company will pay to Silvermines 25% of such excess.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	(a) The 245,000 shares referred to in Item 6 hereof will be in the course of primary distribution to the public when they are issued; (b) There are no other material facts to report.

DATED November 19, 1965.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

CONSOLIDATED MOGUL MINES LIMITED
 "D.W. Knight" [Signature] CORPORATE SEAL
 "G.D. Pattison" [Signature]

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

BURNS BROS. and DENTON LIMITED
 "V.F. Schuler" [Signature]
 "L.C. Burns" [Signature]